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**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA**

Application of HFA Of California LLC for a
Certificate of Convenience and Necessity to Provide
Limited Facilities-Based and Resold Competitive
Local Exchange and Interexchange Service

Application _____

**APPLICATION OF HFA OF CALIFORNIA LLC
FOR A CERTIFICATE OF CONVENIENCE AND NECESSITY
TO PROVIDE LIMITED FACILITIES-BASED
AND RESOLD COMPETITIVE LOCAL EXCHANGE AND
INTEREXCHANGE SERVICE**

[PUBLIC VERSION]

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Attorneys for HFA Of California LLC

December 18, 2019

Pursuant to the Rules of Practice and Procedure (the “Rules”) of the California Public Utilities Commission (the “Commission”), and the Commission’s decisions authorizing competition in California’s telecommunications markets, HFA of California LLC (“HFAC” or “Applicant”), by and through its attorneys, hereby files this application for a Certificate of Public Convenience and Necessity (“CPCN”) (“Application”) in order to provide resold and limited facilities-based competitive local exchange and non-dominant interexchange services.

HFAC requests authority to operate as a competitive local exchange carrier (“CLC”) providing service in the territories currently served by AT&T California (“AT&T”), Frontier California, Inc., Consolidated Communications of California Company, and Citizens Telecommunications Company of California d/b/a Frontier Communications of California, Inc. (“Citizens”), and as a non-dominant interexchange carrier (“NDIEC”) in the entire State of California. Pursuant to Articles 2 and 3 of the Commission’s Rules of Practice and Procedure, HFAC submits the following information in support of its Application:

1. Name of Applicant [Rule 2.1(a)]

Applicant’s legal name is HFA of California LLC and it has not previously operated under any fictitious business name. HFAC is a Florida limited liability company with its principal place of business at 7700 Congress Avenue, Suite 3214, Boca Raton, Florida, 33487. This is a physical location, not a virtual address. Employees are located at this principal place of business address. The Chief Executive Officer of HFAC is Michael Halperin. Mr. Halperin’s phone number is 561-931-0478 and email address is: info@hfaholdingsllc.com.

HFAC's operations will be closely integrated with operations of its parent company, HFA Holdings LLC and its affiliates, HFA of Texas LLC, HFA of Florida LLC and HFA Services LLC, an interconnected VoIP service provider. HFAC will secure management and technical expertise from personnel employed by its parent via a formal arrangement during the startup phase. In addition, HFAC anticipates that its HFA Holdings LLC will initially provide office space and equipment for its operations. HFAC wishes to emphasize that even though it will initially rely on personnel and assets of its HFA Holdings LLC, it will be a fully functioning company and will actively provide telecommunications services to customers in California and elsewhere. It is HFAC's understanding that such operating structure is permissible under the Commission's rules and has been utilized by other carriers awarded a CPCN.

Contact information for HFAC is as follows:

Phone: 561 931 0478
Toll-free: 888-444-1111
Website: <http://www.hfaholdingsllc.com>

2. Correspondence or Communications [Rule 2.1(b)]

Correspondence or other communications regarding this Application should be addressed to counsel for HFAC:

Anita Taff-Rice
iCommLaw
1547 Palos Verdes #298
Walnut Creek, CA 94597
Phone: (415) 699-7885
Fax: (925) 274-0988
Email: anita@icommlaw.com

With copies to:

Michael Halperin
7700 Congress Avenue
Boca Raton, FL 33431
Phone: (561) 931-0478
Email: info@hfaholdingsllc.com

Notices, orders and other papers may be served upon these persons, and such service shall be deemed to be service upon the Applicant. Commission staff should contact these persons to resolve customer complaints.

3. Description of HFAC's Services [Rule 3.1(e) and D.13-05-035]

HFAC proposes to provide facilities based and resold competitive local exchange services statewide. Applicant intends to provide a full range of offerings using services and facilities of other carriers or its own facilities, such as switches, routers and associated electronics, which Applicant will install and/or utilize facilities in existing structures. Once its CPCN is approved, Applicant also intends to apply to participate in California's Lifeline Program to provide discounted home phone and cell phone services to eligible households. In addition to traditional basic local exchange services and interexchange services, the Applicant plans to provide wholesale telecommunications and information services to Information Service Providers, VoIP Service Providers and other carriers.

4. Commission jurisdiction and HFAC eligibility to receive CPCN

. The Commission may issue a CPCN upon the applicant's declaration that it is a

telephone corporation and that it intends to offer services and operate in a fashion that brings it within the Commission’s jurisdiction.¹ Entities applying for CPCN authority must demonstrate that they meet the definition of “public utility” definition pursuant to the Pub. Util. Code. § 216(a), which defines a “public utility” to include a “telephone corporation”.

The California Public Utilities Code § 234(a) further defines “telephone corporation” as “every corporation or person owning, controlling, operating, or managing any telephone line for compensation within this state.”

The facilities HFAC plans to deploy place it squarely within the definition of a telephone corporation. HFAC represents that it meets the definition of a telephone corporation subject to the jurisdiction of the Commission, and therefore is eligible to receive a CPCN.

HFAC will provide service by using facilities of incumbent local exchange carriers (“ILECs”) and other CLCs for transport, interconnection with other carriers or eventually for redundancy if ILECs build facilities in or near HFAC network locations. HFAC understands it is the policy of all ILECs to reject applications for interconnection agreements (“ICAs”) unless the applicant is a certificated carrier. Therefore, HFAC requires a CLEC certificate in order to enter into an interconnection agreement (“ICA”) with ILECs.

5. Demonstration of Compliance with Commission Rules

Attached as **Exhibit A** to this Application is a schedule listing HFAC’s compliance with the requirements of the Commission’s Rules governing issuance of CPCNs.

¹ D.15-05-028, *In the Matter of the Application of Bright Fiber Network, LLC for a Certificate of Public Convenience and Necessity to Provide Full Facilities Based and Competitive Local Exchange Access and Interexchange Services within California and specifically, within Nevada County*, at 6 (May 12, 2015).

6. Certificate of Incorporation and Certificate of Good Standing [Rule 2.2]

HFAC's original Articles of Organization were filed with the Secretary of State of Florida on August 12, 2019. A copy of this document and HFAC's Certificate of Good Standing to transact intrastate business in Florida, and registration as a foreign limited liability company certification issued by the Secretary of State of California on December 4, 2019, are attached hereto as **Exhibits B and C**.

7. Description of Proposed Construction [Rule 3.1(a)]

HFAC will operate by leasing facilities of other carriers, or in limited instances, by installing equipment in or on existing streetlights, poles, towers, buildings, fiber, conduits, ducts, rights-of-way, trenches and other facilities and structures of other entities. HFAC will not engage in any ground-disturbing activities. Should it need to do so in the future, HFAC will apply to expand its CPCN to facilities-based authority.

8. California Environmental Quality Act (CEQA) Compliance [Rule 2.4]

HFAC is requesting that the Commission grant it only limited facilities-based authority. In Pursuant to D.99-10-025 and D.99-12-050 the Commission determined that if a carrier limits its activity to the use of unbundled network elements ("UNEs") and equipment installed within or on previously existing buildings or structures, it can be seen with certainty that there is no possibility that the grant of a CPCN to that carrier will adversely impact the environment. In such instances, no negative declaration or Environmental Impact Report ("EIR") is required under the California Environmental Quality Act ("CEQA").

Such limited facilities-based authority allows a carrier to interconnect with the facilities of incumbent local exchange carriers (" ILEC") in their central offices and to utilize other entities' facilities and structures. Pursuant to Rule 2.4(b) of the Rules, HFAC's Proponent's Environmental Assessment ("PEA") is attached hereto as Exhibit D.

9. Names of Competitors and Names of Counties [Rule 3.1(b)]

HFAC will provide competitive local service in competition with those other carriers authorized by this Commission to provide similar services.

HFAC notes that pursuant to D. 97-06-107, issued in Commission Proceeding R.94-02-003/I.94-02-004, CLCs no longer are required to comply with Rule 3.1(b) and General Order 96-a, subsections (G)(1) and (2).

Thus, HFAC has not mailed its application to all potential competitors and counties. HFAC will, however, provide a copy of its application upon request to potential competitors and counties.

10. Areas of Service [Rule 3.1(c)]

HFAC seeks authority to provide its services in those exchanges where the Commission has authorized local competition. At present, CLC service may be provided in the geographic areas of California served by AT&T California, Frontier California, Inc., Consolidated Communications of California Company, and Citizens Telecommunications Company of California d/b/a Frontier Communications of California, Inc. In addition, HFAC seeks non-dominant interexchange authority on a statewide basis. Attached as **Exhibit E** is a map of the service areas where HFAC will provide service.

11. Identification of Required Franchise and Health and Safety Permits [Rule 3.1(d)]

HFAC is not aware of any health and safety permits required to operate as a reseller of CLC and NDIEC services. If such permits are required, HFAC will obtain them from the appropriate city or county agencies. As a Commission certified public utility, no municipal franchises are necessary (see Public Utilities Code Section 7901.)

12. Facts Showing Public Convenience and Necessity [Rule 3.1(e)]

The Commission has previously determined that the public convenience and necessity require that competition be allowed in the provision of competitive local exchange service, R.95-04-043/I.95-04-044. Applicant asserts that this application will serve the public interest generally because Applicant's provision of services will result in greater variety of telecommunications services and products in the telecommunications market. Consumers benefit from increased competition including greater customer choice for efficient, innovative, and technologically advanced telecommunications services, and competitive prices in California.

13. Estimated Cost of Construction, Annual Fixed and Operating Costs and Economic Feasibility [Rule 3.1(f)]

HFAC does not intend to engage in any construction of facilities, therefore its projected cost of construction is \$0. Applicant expects to fund its initial operations with existing cash and assets. Its anticipated annual fixed and operating costs are well within the existing financial resources available to HFAC and anticipated future revenues. HFAC's estimated annual fixed and operating costs are set forth in **Confidential Exhibit F** to this Application.

Because Confidential Exhibit F contains highly proprietary and competitively sensitive business information, HFAC is requesting confidential treatment of **Confidential Exhibit F** in a Motion for Leave to File Confidential Materials Under Seal (“Motion”) filed concurrently with this Application.

14. Financial Statements and the Ability to Finance [Rules 3.1(g) and 2.3]

HFAC is financially qualified to offer the telecommunications services for which authority is sought. Attached as **Confidential Exhibit H** is a guaranty agreement from the CEO, and **Confidential Exhibit G** is HFAC’s balance sheet and profit and loss statement.

HFAC does not yet have ICAs or agreements with other carriers to purchase services for resell or to obtain UNEs, but it anticipates that the requirement for a deposit (if any) will be negotiated as part of such agreements. Based on its general understanding, HFAC believes that no deposit will be required, but if a deposit is required, it would be no more than \$10,000.

The amount of HFAC’s cash and assets are fully sufficient to show financial ability to operate and to post any necessary carrier deposits. If in the future, HFAC pursues the purchase of services that require deposits or require deposits in amounts greater than identified herein, it will notify the Commission and promptly comply with any regulatory requirements. For all of the reasons above, HFAC fully meets the financial qualifications set forth in the Initial Rules for Competitive Local Exchange Carriers issued in D.95-07-054 and D.96-02-072 and Rule 3.1(g) of the Rules of Practice and Procedure.

15. Proposed Rates [Rule 3.1(b)]

HFAC intends to offer its services through individual case basis (“ICB”) contracts, and at this time is not submitting a tariff. HFAC commits to offer ICB services on a non-discriminatory basis to similarly situated customers. HFAC acknowledges that it will need to file a tariff at the time it applies for authority to provide Lifeline service and will do so. Applicant will comply with the Commission’s consumer protection rules adopted in D.98-08-031 and it will collect and remit all applicable end-user surcharges and fees.

16. General Order 104-A Statement

HFAC is not a publicly traded company, and has no proxy statements, 10-Ks or annual reports to provide. Further, HFAC states that none of its officers, directors, or stockholders, whether record or beneficial owners of stock, have a material financial interest (as that term is defined in Section 2 of G.O. 104-A) in any transaction involving the purchase of materials or equipment, or the contracting, arranging or paying for construction, maintenance, or service for or on behalf of Applicant.

17. Expected Customer Base [Rule 3.1(j)]

HFAC’s estimate of its customers for the first and fifth year is contained in **Confidential Exhibit I** which contains highly proprietary and competitively sensitive information. Therefore, HFAC also requests confidential treatment of **Confidential Exhibit I** in its Motion to File Under Seal filed concurrently with this Application.

18. Managerial and Technical Competence

HFAC has the managerial and technical qualifications necessary to provide the proposed services in its service territory.

As discussed above, HFAC will initially secure technical and management expertise from its HFA Holdings LLC and its affiliates whose resumes are provided in **Exhibit J**. HFAC will obtain such expertise through a formal arrangement with HFA Holdings LLC, so HFAC will be assured of having the necessary personnel available for its operations. Exhibit J demonstrates that HFAC's owner possesses significant managerial and technical expertise for operating a telecommunications company, consistent with the Commission's requirements. To the extent that additional expertise is required, HFAC will retain consultants.

19. Request for Exemptions

Applicant requests that it be accorded the same streamlined regulatory treatment previously accorded to other CLCs as a non-dominant interexchange carrier as set forth in D.96-02-075 and as adopted by NDIECs, including the following:

A. The Applicant seeks exemption from the provisions of PU Code Section 816-830 (pertaining to the issuance of stocks and securities) and PU Code Section 851 (pertaining to the transfer or encumbrance of utility assets when such transfer or encumbrance is for the purpose of securing debt). The Commission has previously concluded that NDIECs should be exempt from the provisions and requirements of PU Code Sections 816-830 and 851 (insofar as these sections pertain to the issuance of securities and transfer or encumbrance of utility property for purposes of securing debt) in D.85-07-081, D.85-11-044 and D.86-08-057, as confirmed by D.90-09-032. This exemption was extended to CLCs in D.96-02-072, Ordering Paragraph 18.

B. The applicant also requests that it be exempted from any requirement to maintain its books and records in accordance with the Uniform System of Accounts specified in Title 47 I.E. Part 32 consistent with D.99-02-038, which relieved CLCs that are not part of an ILEC corporate entity from the requirement to keep their books of account in conformance with the Uniform System of Accounts.

20. Continuous Performance Bond (D.13-05-035)

D. 13-05-035 requires new and existing CPCN holders to submit a continuous performance bond in the amount of \$25,000 issued by a corporate surety company authorized to transact surety business in California with the Commission listed as an obligee on the bond. HFAC will obtain such bond and submit it to the Commission within five days of obtaining its CPCN.

21. SB 960 Compliance – Scoping Memorandum Information [Rule 2.1(c)]

HFAC respectfully submits that its application for resale and limited facilities-based authority will serve the public interest and is non-controversial. In accordance with the Commission's Rules, HFAC provides the following information:

1. Proposed Category: This Application should be categorized as rate setting in accordance with Rule 7.1(e)(2) as it does not clearly fit into the categories defined in Rules 1.3 (a), (d), or (e).
2. Need for hearing: No hearings are necessary to address the matters in this Application as it is non-controversial and does not raise any material issues of fact.

3. Issues to be Considered: Whether HFAC is qualified to provide resold and limited facilities-based competitive local exchange and interexchange services in California.

4. Proposed Schedule: HFAC proposes the following schedule:

Application filed: December 18, 2019

Protests due: 30 days after appearance of Application on Commission Daily Calendar

Final Decision
Adopted: 90 days after submission

CONCLUSION

WHEREFORE, HFAC respectfully requests that the Commission enter an Order granting this Application on an expedited basis, thereby conferring on HFAC authority to provide resold and limited facilities-based CLC and NDIEC services in the State of California.

Signed and Dated: December 18, 2019 at Walnut Creek, CA.

Respectfully submitted,



iCommLaw
Anita Taff-Rice
1547 Palos Verdes #298
Walnut Creek, CA 94597
Phone: (415) 699-7885
Fax: (925) 274-0988
Email: anita@icommlaw.com

Counsel for HFA Of California LLC

EXHIBIT A

Demonstration of Compliance with Commission Rules

EXHIBIT A

Demonstration of Compliance with Commission Rules

CPUC RULE	REQUIREMENT	APPLICATION REFERENCE
2.1(a)	Name of Applicant	Section 1
2.1(b)	Correspondence or Communications	Section 2
2.1(c)	SB 960 Compliance – Scoping Memorandum Information	Section 20
2.2	Articles of Incorporation and Certificate of Qualification	Section 4; Exhibits B and C
2.4	California Environmental Quality Act (CEQA) Compliance	Section 6, Exhibit D
3.1(a)	Description of Proposed Construction	Section 5
3.1(b)	Names of Competitors and Names of Counties	Section 7
3.1(c)	Area of Service (Maps)	Section 8; Exhibit E
3.1(d)	Identification of Required Franchise and Health And Safety Permits	Section 9
3.1(e)	Facts Showing Public Convenience and Necessity	Section 10
3.1(f)	Estimated Cost of Construction, Annual Fixed And Operating Costs and Economic Feasibility	Section 11, Exhibit I (Confidential)
3.1(g) and 2.3	Financial Statements and the Ability to Finance	Section 12, Exhibit F
3.1(h)	Proposed Rates	Section 13
3.1(i)	General Order 104-A Statement	Section 14
3.1(j)	Expected Customer Base	Section 15; Exhibit J (Confidential)
	Managerial and Technical Competence	Section 16; Exhibit G
	Demonstration of Compliance with Commission Rules	Section 18; Exhibit A

EXHIBIT B
Certificate of Incorporation

State of Florida

Department of State

I certify from the records of this office that HFA OF CALIFORNIA LLC is a limited liability company organized under the laws of the State of Florida, filed on August 12, 2019, effective August 11, 2019.

The document number of this limited liability company is L19000204703.

I further certify that said limited liability company has paid all fees due this office through December 31, 2019 and that its status is active.

*Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this
the Third day of December, 2019*



Randy Lee
Secretary of State

Tracking Number: 8915780847CU

To authenticate this certificate, visit the following site, enter this number, and then follow the instructions displayed.

<https://services.sunbiz.org/Filings/CertificateOfStatus/CertificateAuthentication>

EXHIBIT C
California
Secretary of State Registration

201934610457



Secretary of State

LLC-5

Application to Register a Foreign Limited Liability Company (LLC)

Chw
FILED
 Secretary of State
 State of California

DEC 04 2019

IMPORTANT — Read Instructions before completing this form.

Must be submitted with a current Certificate of Good Standing issued by the government agency where the LLC was formed. See Instructions.

Filing Fee — \$70.00

Copy Fees — First page \$1.00; each attachment page \$0.50;
 Certification Fee — \$5.00

Note: Registered LLCs in California may have to pay minimum \$800 tax to the California Franchise Tax Board each year. For more information, go to <https://www.ftb.ca.gov>.

1cc
 This Space For Office Use Only

1a. LLC Name (Enter the exact name of the LLC as listed on your attached Certificate of Good Standing.)

HFA OF CALIFORNIA LLC

1b. California Alternate Name, if Required (See Instructions — Only enter an alternate name if the LLC name in 1a not available in California.)**2. LLC History** (See Instructions — Ensure that the formation date and jurisdiction match the attached Certificate of Good Standing.)**a. Date LLC was formed in home jurisdiction (MM/DD/YYYY)**

8 / 11 / 2019

b. Jurisdiction (State, foreign country or place where this LLC is formed.)

FL

c. Authority Statement (Do not alter Authority Statement)

This LLC currently has powers and privileges to conduct business in the state, foreign country or place entered in Item 2b.

3. Business Addresses (Enter the complete business addresses. Items 3a and 3b cannot be a P.O. Box or "in care of" an individual or entity.)**a. Street Address of Principal Executive Office - Do not enter a P.O. Box**

7700 CONGRESS AVE, SUITE 3214

City (no abbreviations)

BOCA RATON

State

FL

Zip Code

33487

b. Street Address of Principal Office in California, if any - Do not enter a P.O. Box

2865 SUNRISE BLVD., SUITE 220

City (no abbreviations)

RANCHO CORDOVA

State

CA

Zip Code

95742

c. Mailing Address of Principal Executive Office, if different than Item 3a**City** (no abbreviations)**State****Zip Code****4. Service of Process** (Must provide either Individual OR Corporation.)

INDIVIDUAL — Complete Items 4a and 4b only. Must include agent's full name and California street address.

a. California Agent's First Name (if agent is not a corporation)**Middle Name****Last Name****Suffix****b. Street Address** (if agent is not a corporation) - Do not enter a P.O. Box**City** (no abbreviations)**State**

CA

Zip Code

CORPORATION — Complete Item 4c only. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent's Name (if agent is a corporation) — Do not complete Item 4a or 4b

InCorp Services, Inc.

5. Read and Sign Below (See Instructions. Title not required.)

By signing, I affirm under penalty of perjury that the information herein is true and correct and that I am authorized to sign on behalf of the foreign LLC.

Signature

Michael Halperin

Type or Print Name

EXHIBIT D
CALIFORNIA ENVIRONMENTAL QUALITY ACT COMPLIANCE

EXHIBIT D

Procedure for Obtaining Expedited Review of CEQA Exemption Request

Prior to ground-disturbing construction, Applicant will provide the Commission Energy Division with:

1. A detailed description of the proposed project, including:
 - a) Customer (s) to be served;
 - b) The precise location of the proposed construction project; and
 - c) Regional and local site maps.
2. A description of the environmental setting, including at a minimum:
 - a) Cultural, historical, and paleontological resources;
 - b) Biological resources; and
 - c) Current land use and zoning.
3. A construction work plan, including:
 - a) Commission Preconstruction Survey Checklist--Archaeological Resources;
 - b) Commission Preconstruction Survey Checklist--Biological Resources;
 - c) A detailed schedule of construction activities, including site restoration activities;
 - d) A description of construction/installation techniques;
 - e) A list of other agencies contacted with respect to siting, land use planning, and environmental resource issues, including contact information; and
 - f) A list of permits required for the proposed project.
4. A statement of the CEQA exemption (s) claimed to apply to the proposed project.
5. Documentation and evidence sufficient to support a finding that the claimed CEQA exemption(s) apply to the project.
6. A proof of service showing that Applicant has served a copy of the above information on the city and county in which the project, if approved, will be constructed.

B. Review by Commission Energy Division. The Commission Energy Division will then review the submission and notify Applicant of either its approval or its denial of Applicant's claim for CEQA exemption no later than 21 days after the date on which Applicant's submission is complete.

C. Approval of Claimed CEQA Exemption (s)/Notice to Proceed. If the Commission Energy Division approves Applicant's claimed CEQA exemption (s), the staff will prepare a Notice to Proceed (NTP) and file a Notice of Exemption with the State Clearinghouse, Office of Planning and Research.

D. Disapproval of Claimed CEQA Exemption (s). If the Commission Energy Division disapproves Applicant's claimed CEQA exemptions, ED Staff will issue to Applicant a letter which states the specific reasons that the claimed CEQA exemptions do not apply to the proposed project.

If the Commission ED disapproves Applicant's claimed CEQA exemption (s), Applicant shall redesign the specific project and facilities and reapply for a finding of exemption from CEQA. In the alternative, Applicant may choose to file a formal application with the Commission seeking approval for the project, and undergo CEQA review before commencing any full facilities-based construction activities.

Applicant shall not engage in any construction activity relating to a pending CEQA exemption request before receiving a NTP from ED Staff. Applicant must follow the above procedures unless and until the Commission adopts different requirements for CEQA review, which are applicable to Applicant, in a subsequent proceeding.

If Applicant wishes to pursue full facilities-based construction projects other than as described in its CPCN Application, Applicant shall file for additional authority from the Commission and shall undergo any required CEQA review before commencing construction.

EXHIBIT E - MAP OF SERVICE AREAS



California Communications Association Telephone Exchange Areas

Legend

	at&t	COUNTY BOUNDARY	
	CAL ORE	LATA BOUNDARY	
	United Telephone Company	Unfiled Territory	
	Ponderosa Telephone	Pinnacles Telephone Company	
	SEBASTIAN	SureWest	
	SIERRA TELEPHONE	CALAVERAS TELEPHONE CO.	
	ST. FRANCIS	TDS	
Non-Calcom Franchises		VOLCANO	
	frontier	CENTURYTEL	
	verizon		

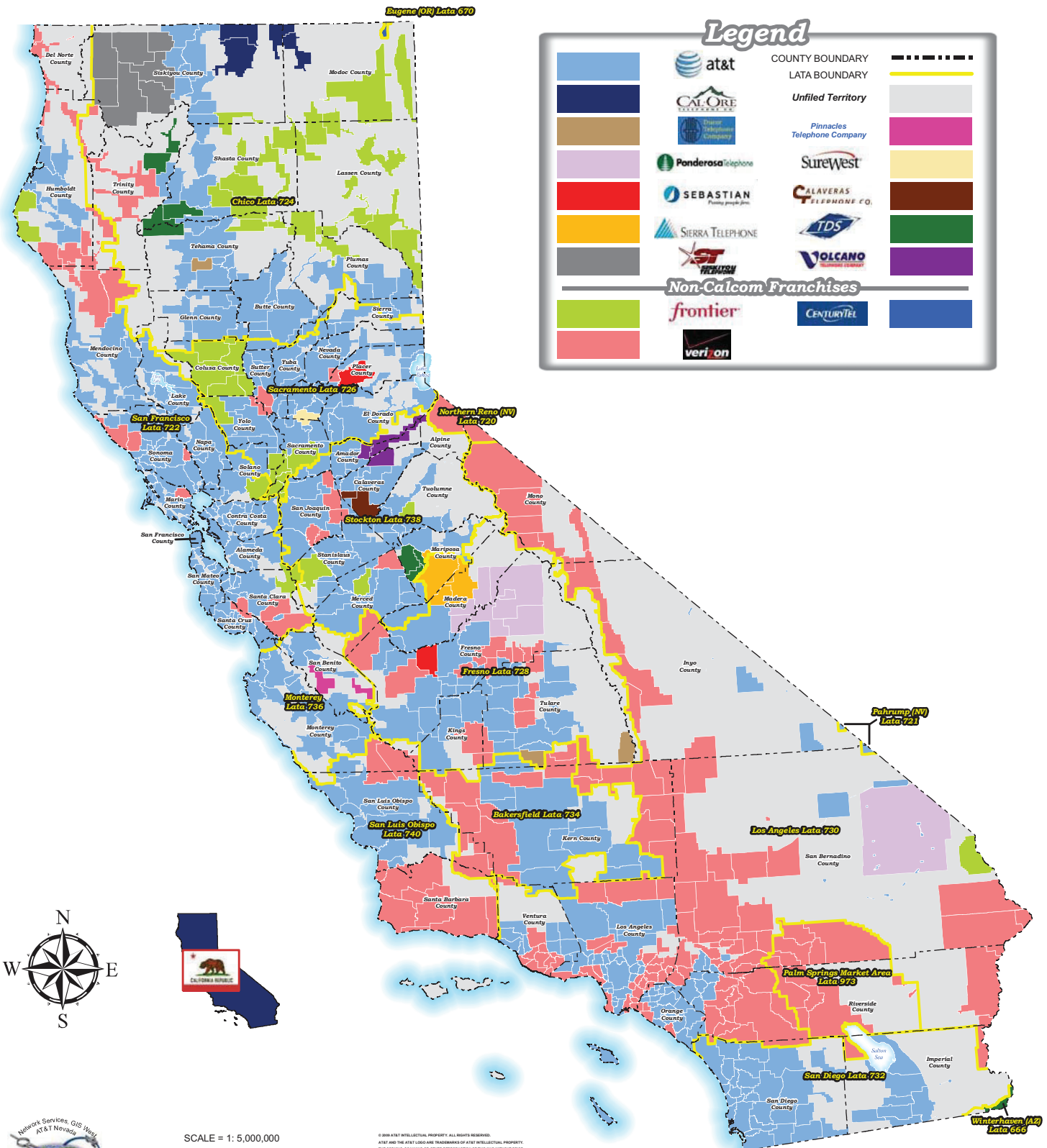


EXHIBIT F - PUBLIC VERSION
Projected Operating Costs and Revenues

Confidential document filed under seal pursuant to Motion to File Under Seal in compliance with General Order 66-D. The exhibit is exempt from disclosure per the California Public Records Act § 6254(k) of the Government Code. The information is protected from disclosure by trade secret privilege per California Evidence Code Section 1060 et seq.

EXHIBIT G – PUBLIC VERSION

Financial Statements

Confidential document filed under seal pursuant to Motion to File Under Seal in compliance with General Order 66-D. The exhibit is exempt from disclosure per the California Public Records Act § 6254(k) of the Government Code. The information is protected from disclosure by trade secret privilege per California Evidence Code Section 1060 et seq.

EXHIBIT H - PUBLIC VERSION
Financial Fitness -- Corporate Guaranty

Confidential document filed under seal pursuant to Motion to File Under Seal in compliance with General Order 66-D. The exhibit is exempt from disclosure per the California Public Records Act § 6254(k) of the Government Code. The information is protected from disclosure by trade secret privilege per California Evidence Code Section 1060 et seq.

EXHIBIT I - PUBLIC REDACTED VERSION
Estimate of Customers for First and Fifth Years

Confidential document filed under seal pursuant to Motion to File Under Seal in compliance with General Order 66-D. The exhibit is exempt from disclosure per the California Public Records Act § 6254(k) of the Government Code. The information is protected from disclosure by trade secret privilege per California Evidence Code Section 1060 et seq.

EXHIBIT J
Officer Biographies

EXHIBIT J

Michael Halperin
Chief Executive Officer
HFA of Texas LLC
7700 Congress Ave., Suite 3214
Boca Raton, FL 33487

Michael Halperin has spent almost 20 years in the industries of telecommunications and finance. His days in the world of telecommunications started in 1997 at Brown University where he wrote software to speak between computers utilizing headsets and high speed internet.

Next, Mike took the technology and morphed it in to a retail business offering in the south Florida market selling internet, phone systems and service to active businesses. Eventually, Mike moved in to the wholesale Voice over Internet Protocol (“VOIP”) space, in addition to the retail world and developed V1 VOIP LLC as a nationwide VOIP offering.

At the same time, Michael began working at Merrill Lynch in Boca Raton, Florida building out a wealth management practice. Over the last 18 years, Mike was promoted to the Private Banking and Investment Group overseeing clients that have an estimated liquid net worth of \$10mm and above. Currently, Mike manages a the team that oversees more than \$1.25bln worth of assets and liabilities and has been named to the Forbes Best in State Wealth Advisor listings for 2018 and 2019.

Nathan Lighthouse
Network Operations Manager
HFA of Texas LLC
2865 Sunrise Ave., Suite 220
Rancho Cordova, CA 95742

Nathan Lighthouse spent the last 17 years as a telecommunications network engineer working in a variety of positions at competitive local exchange carrier (CLEC) and long distance provider O1 Communications, Inc. Once HFA begins to provide services, Nathan will be employed by HFA to manage HFA’s Network Operations.

Nathan’s experience started in 2002 as a Network Operations Technician, who responded to customer calls and created tickets on repair issues, troubleshot circuit repair issues, monitored customer circuits and worked with field service providers on installation and repair issues. Nathan next worked as the Assistant Manager, Network Operations. In that capacity, Nathan supervised all network operations personnel and processes, trained personnel, evaluated employee performance and managed technical relationships between O1 and customers and other carriers. Nathan also served in the position of Voice Engineer, managing and maintaining O1’s equipment, managing capacity of equipment, including augmentations and installation of additional trunking, and training other engineers on the equipment that he managed. He was promoted to Senior Voice Engineer and continued to manage and maintain equipment and network capacity, installed new equipment and moved equipment at remote sites and supervised other engineers. In his latest capacity, in addition to his supervisory roles, Nathan monitored and designed O1’s network to maintain the best possible uptime on the network. Nathan also designed and deployed expanded network operations into new areas and audited circuit costs, contracts and negotiated optimal terms with O1’s vendors.

SWORN DECLARATION

Name of Applicant/Company: HFA of California LLC ("HFAC")

My name is Michael Halperin. I am Chief Executive Officer at HFAC. My personal knowledge of the facts stated herein has been derived from my employment with purchasing company and prior employment.

I affirm that HFAC:

- Agrees to comply with all federal and state statutes, rules, and regulations, (and state contractual rules and regulations), if application for transfer of control is granted; and
- Certifies that all answers to the attached for a Certificate of Convenience and Necessity to Provide Limited Facilities-Based and Resold Competitive Local Exchange and Interexchange Service are true and correct;
- Neither HFAC nor any of its affiliates, officers, directors, partners, agents, or owners (directly or indirectly) of more than 10% of applicant, or anyone acting in a management capacity for applicant: (a) held one of these positions with a company that filed for bankruptcy; (b) been personally found liable, or held one of these positions with a company that has been found liable, for fraud, dishonesty, failure to disclose, or misrepresentations to consumers or others; (c) been convicted of a felony; (d) been (to his/her knowledge) the subject of a criminal referral by judge or public agency; (e) had a telecommunications license or operating authority denied, suspended, revoked, or limited in any jurisdiction; (f) personally entered into a settlement, or held one of these positions with a company that has entered into settlement of criminal or civil claims involving violations of sections 17000 et seq., 17200 et seq., or 17500 et seq. of the California Business & Professions Code, or of any other statute, regulation, or decisional law relating to fraud, dishonesty, failure to disclose, or misrepresentations to consumers or others; (g) been found to have violated any statute, law, or rule pertaining to public utilities or other regulated industries; or (h) entered into any settlement agreements or made any voluntary payments or agreed to any other type of monetary forfeitures in resolution of any action by any regulatory body, agency, or attorney general.

I affirm and declare under penalty of perjury under the laws of the State of California, including Rule 1.1 of the California Public Utilities Commission's Rules of Practice and Procedure, that, to the best of my knowledge, all of the statements and representations made in this Application are true and correct.


Michael Halperin